

**EXHIBIT “12”**

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

**AFFIDAVIT OF HARRY J. SOOSE, Jr., IN SUPPORT OF MOTION TO DISMISS**

I Harry J. Soose, Jr., being first duly sworn, depose and state that:

1. I am an adult over the age of eighteen (18) and I have personal knowledge of the facts set forth in this Affidavit and if called upon, I can testify competently to the facts set forth herein.

2. I am the former Chief Financial Officer of IT Corporation and IT Group, Inc. and I am currently the Chief Operating Officer and Chief Financial Officer of both IT Group, Inc. and IT Corporation. ("ITG").

3. In connection with my present and former positions with ITG, I am familiar with the business records of ITG which contain the positions, titles and compensation of all present and former employees of ITG including whether such employees were eligible to and/or actually did participate in the IT Corporation Deferred Compensation Plan ("Plan").

4. I was one of three members of the Deferred Compensation Plan Committee. (Complaint ¶ 12).

5. Due to my employment with ITG, I have become familiar with the terms of the Plan and the persons who participated in the Plan during the period from January 1996 through December 31, 2001, as recorded in the business records of ITG which are maintained by ITG in the course of its regularly conducted business activities.

6. Eligibility for participation in the Plan was at all times limited to the top level employees in the Company. Specifically, only those employees that were eligible to participate in the Company's Management Incentive Plan, a bonus plan for management and senior level employees, and earned a base annual salary, excluding bonus, of at least \$100,000 were eligible for Plan participation. (Plan Section 2.1). Accordingly, only 11 of the Company's employees participated in the Plan when it was first adopted in 1996.

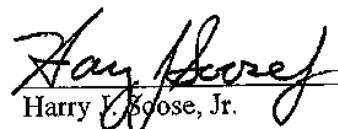
7. Over time, participation in the Plan did increase due to the increase in the Company's workforce, but at any given time during 1996 through the end of 2001, the highest number of participants in any one Plan year never exceeded 64, the total number of **eligible** employees that ever participated in the Plan never exceeded 76, and the highest percentage of employees ever eligible to participate in the Plan in any given year was **2.4% of the total workforce.**

8. Based upon the information that is available to me as of the date of this Affidavit, the year by year breakdown of participation from 1996 through the end of 2001 is as follows:

|  | 1996 | 1997 | 1998 | 1999 | 2000 | 2001 |
|--|------|------|------|------|------|------|
| Active Participants                                      | 11   | 15   | 18   | 43   | 58   | 64   |
| Eligible Participants                                    | 67   | 52   | 74   | 140  | 216  | 186  |
| Total Workforce  | 3331 | 3115 | 5832 | 9027 | 8946 | 8417 |
| Percentage Eligible<br>as Compared to Total<br>Workforce | 2.01 | 1.67 | 1.27 | 1.55 | 2.41 | 2.21 |

9. The \$100,000 minimum annual salary requirement set forth in Section 2.1 of the Plan excluded any bonuses that those employees received under the bonus plan in which all such employees participated.

10. The average salary at the Company's entire workforce for the period of 1996 through 2001 was approximately \$36,300. Therefore, those eligible to participate in the Plan earned over 2.5 times more than the average Company employee.




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Harry V. Boose, Jr.

Sworn to and subscribed Before me  
this 18 day of November, 2002

Debra A. Richardson  
Notary Public

